

MCI WORLDCOM

22001 Loudoun County Parkway
Ashburn, Virginia 20147
November 14, 2002.

Via Overnight Mail and Facsimile

George Bein,
Vice President
HSG/ATN, Inc.
10211 N. 32nd Street, Suite A5
Phoenix, Arizona 85028

Dear Mr. Bein:

With this letter, MCI WORLDCOM Communications, Inc. successor-in-interest to WorldCom Technologies, Inc. ("MCI WorldCom") gives notice to HSG/ATN, Inc. ("ATN") that ATN has acted in violation of Section 8.1 of the Representation Agreement between ATN and MCI WorldCom", dated August 4, 1998 (the "Agreement").

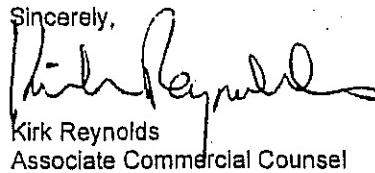
ATN sent a letter (see attached copy of ATN letter, dated September 25, 2002) to a TTI National customer procured under the Agreement, for the purpose of inducing such customer to switch to another provider of the same services currently provided to this customer by TTI National, in violation of Section 8.1.

As noted in MCI's letter to ATN, dated August 6, 2002 (see copy attached), the Agreement terminated on July 28, 2002 and Section 8.1 survives termination of the Agreement for as long as MCI WorldCom has obligations to pay ATN any post-termination commissions pursuant to Section 2.3.1 of the Agreement (as the provisions of such Section 2.3.1 are set forth in the Sixth Amendment to the Agreement). Under Section 8.1, ATN is prohibited from contacting any MCI WorldCom or TTI customers procured under the Agreement, for the purpose of inducing such customers to switch to another provider of any service competing with the services outlined in Exhibit A of the Agreement.

ATN should immediately cease sending letters to, or contacting in any way, any MCI WorldCom or TTI National customers procured under the Agreement, for the purpose of inducing such customers to switch to another provider of services.

MCI WorldCom is considering what steps to take to protect MCI WorldCom's rights, including, but not limited to, ceasing payment to ATN of any commissions not yet earned under the Agreement, pursuant to Section 8.3 of the Agreement.

Sincerely,


Kirk Reynolds
Associate Commercial Counsel

cc: Brent Lacho, Director, MCI WorldCom
Ray Ahearn, Director, MCI WorldCom
George Hampton, Vice President, MCI WorldCom
Jeffrey P. Bein, President, ATN